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(469) 227-4639[kimberly.steele@sedgwicklaw.com](mailto:kimberly.steele@sedgwicklaw.com)

October 28, 2014

*Via Certified Mail, Return Receipt Requested*Harrison H. Yoss  
Lindsey Shine Lawrence  
Thompson, Coe, Cousins & Irons LLP  
700 N. Pearl Street, 25th Floor  
Dallas, Texas 75201-2832Re: In the United States District Court, For the Southern District of Texas, Houston Division, Civil Action  
No. 4:12-CV-00531; *Lexington Insurance Company v. Ace American Insurance Company*  
File No.: 01560-007808


Dear Counsel:

Pursuant to Southern District Local Rule 83.5, this will confirm our mutual agreement and understanding that Defendant ACE American Insurance Company ("ACE") will withdraw its Opposition to Plaintiff Lexington Insurance Company's ("Lexington") Motion for Leave to File Third Amended Complaint in exchange for which Lexington agrees not to contest the fact of exhaustion of the ACE primary policy of insurance at issue in the above-referenced lawsuit on the basis of waiver, estoppel or other similar grounds. This will also confirm our mutual agreement and understanding that, upon execution of this letter agreement, ACE will file an appropriate notice with the Court withdrawing its previously-filed Opposition to Lexington's Motion for Leave to Amend.

If the foregoing accurately reflects our agreement, please sign in the space below to indicate your agreement and return a copy via email to [kimberly.steele@sedgwicklaw.com](mailto:kimberly.steele@sedgwicklaw.com) or facsimile (469-227-8004) for filing with the Court.

Thank you for your professional courtesy in this regard.

Regards,

L. Kimberly Steele  
Sedgwick LLP

LKS/jaf

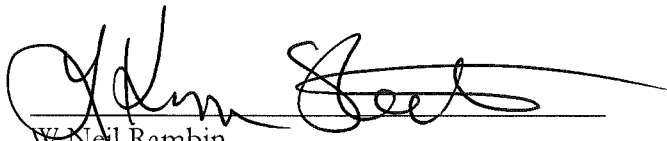
Harrison H. Yoss  
October 28, 2014  
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**AGREED:**

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Harrison Yoss  
Lindsey Shine Lawrence

*Attorneys for Plaintiff Lexington Insurance Company*

The image shows two handwritten signatures in black ink. The first signature, on the left, is for W. Neil Rambin and is written in a cursive, somewhat stylized font. The second signature, on the right, is for L. Kimberly Steele and is also in cursive, appearing more fluid and elongated. Both signatures are written over a horizontal line.

W. Neil Rambin  
L. Kimberly Steele

*Attorneys for Defendants ACE American Insurance Company and Sonny McCool*